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Such a result seems to violate neither logic nor sound policy. The decisive question should simply be whether in a given case the temporary frenzy can fairly be said to be voluntary. If a drunkard has reason to anticipate as a possible consequence of his intemperance not only intoxication but insanity as well, he should have no defence from either; he has voluntarily put himself in an uncontrollable condition and the policy of the law should hold him to the strictest accountability; to treat him on any other basis would be to protect grossest excess.

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LEGALITY OF VOTING TRUSTS. — The view that voting trusts are, as a general rule, illegal as against public policy is defended in a recent article. *Voting Trusts in Corporations*, by E. W. Moore, 36 Am. L. Rev. 222 (March-April, 1902). Mr. Moore quotes with effect from the earlier cases but fails to refer to important recent decisions.

The argument for the intrinsic illegality of voting trusts is that the interests of the state and of the stockholders demand that at least once a year the majority of stockholders shall have an opportunity to determine the corporation's policy. A separation of the voting power and the beneficial interest for a longer period is said to be unwise, and opposed to the policy of the state as shown by statutes providing for annual corporate elections. It is further urged that as the trustees who exercise the control may have no pecuniary interest, such arrangements may result in irresponsible and arbitrary management. See *Harvey v. Linville Improvement Co.*, 118 N. C. 693; *Shepaug Voting Trust Cases*, 60 Conn. (Supp.) 553; 1 Yale L. J. 1.

On the other hand, business experience has shown that stability of management may be absolutely essential to success. On the reorganization of a railroad, capitalists cannot be interested nor the desired officers secured if there is no assurance of continuity of policy. Such men are unwilling to rely on the patience and judgment of the ordinary stockholder. It is true that voting trusts make possible control by a minority or by outsiders. Their very object is to make sure that a certain policy shall be continued or a certain set of men retained in office despite the opposition of future majorities. Such a result is inconsistent with the old conception of a corporation; but conditions have changed. The early simple business corporations were under the continuous and direct control of the individual corporators. When such immediate control became impossible as corporations increased in number of stockholders and complexity of management, the delegation of power to a smaller body of experienced men became necessary and the law sanctioned the annual election of directors. Business experience now shows the necessity of allowing the delegation of power for a still longer period. Voting trusts may, undoubtedly, be void for special reasons, as where the aim is unjust personal advantage. *Cone v. Russell*, 48 N. J. Eq. 208. But broad grounds of business expediency seem to demand that it should be possible for a majority of stockholders acting in good faith to bind themselves irrevocably for a term of years to support a certain policy. The influence of commercial necessity is apparent in the more liberal attitude toward which the courts are tending. See *Brightman v. Bates*, 175 Mass. 105; *Smith v. San Francisco & N. P. R. Co.*, 115 Cal. 584; 10 HARV. L. REV. 428.

Mr. Moore points out that the courts have recognized the validity of voting trusts which are for the security of creditors, and distinguishes between agreements for that purpose and for all others. See *Mobile & Ohio R. R. Co. v. Nicholas*, 98 Ala. 92. He bases this distinction chiefly on the ground that if the trustees are under the direction of the creditors, the objection that the beneficial interest is separated from the control does not apply. The importance of the distinction is diminished, however, when it is remembered that even in trusts for the benefit of creditors, the control may be given to men who have no beneficial interest. It seems probable that if the courts fail to sustain such arrangements, the desired result will be reached by statute.